



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

November 21, 2002

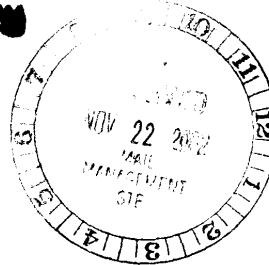
RECORDATION NO. 22721-C FILED

NOV 22 2002

12-06 PM

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22721.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Twin Cities & Western Railroad Company
2925 - 12th Street East
Glencoe, MN 55336

A description of the railroad equipment covered by the enclosed document is fifty-nine (59) 4700/4750 cubic foot capacity covered hopper cars, with FURX, GROX, NDYX, and UMPX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(TWC014)

RECORDATION NO. 22721-C **PAID**

ASSGN. NO.: TCW014

NOV 22 '02

12-00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of October, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Twin Cities & Western Railroad Company, a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 25, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 8, 2002, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 15th day of October, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

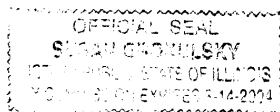
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of October, 2002.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

TWIN CITIES & WESTERN
RAILROAD COMPANY

ATTEST:

By: _____
Name: _____
Title: _____

By: Lloyd T. Host
Name: LEOYD T. Host
Title: VP Marketing & Sales

Executed on this 23 day of Sept, 2002.

[CORPORATE SEAL]

STATE OF Minnesota
COUNTY OF McLeod

I, Rachel B. Huls, a Notary Public of the County and State
aforesaid, certify that Lloyd T. Host personally appeared before me
this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of September, 2002.

Rachel B. Huls
Notary Public

My Commission Expires:

1-31-05
(Notary Public)

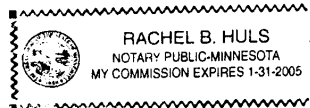


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-nine (59)

DESCRIPTION OF CARS: 4700/4750 cfc covered hopper cars equipped with trough hatches and gravity outlets.

CAR NUMBERS: See below:

FURX	824638	NDYX	475287
FURX	826006	NDYX	475288
FURX	826938	NDYX	475289
FURX	827032	NDYX	475290
FURX	827119	NDYX	475291
FURX	827504	NDYX	475292
FURX	830043	NDYX	475293
FURX	830168	NDYX	475294
FURX	830218	NDYX	475295
GROX	60039	NDYX	475296
NDYX	475000	NDYX	475298
NDYX	475003	NDYX	475299
NDYX	475005	NDYX	475301
NDYX	475009	NDYX	475302
NDYX	475010	NDYX	475303
NDYX	475012	NDYX	475304
NDYX	475015	NDYX	475305
NDYX	475016	NDYX	475306
NDYX	475020	NDYX	475308
NDYX	475026	NDYX	475309
NDYX	475028	NDYX	475311
NDYX	475032	NDYX	475315
NDYX	475036	NDYX	475322
NDYX	475039	NDYX	475323
NDYX	475042	NDYX	475327
NDYX	475043	NDYX	475328
NDYX	475045	NDYX	475329
NDYX	475280	UMPX	510935
NDYX	475282	Count:	59
NDYX	475283		
NDYX	475284		